

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
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<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
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**ORDER APPROVING AGREEMENT  
RESOLVING PROOFS OF CLAIM NOS. 1206, 7587, AND 10162**

Upon consideration of the motion (the “**Motion**”)<sup>1</sup> of Motors Liquidation Company GUC Trust (the “**GUC Trust**”) for entry of an order approving that certain agreement, dated November 30, 2011, by and among the GUC Trust, on the one hand; and Michael Hausfeld, as attorney in fact for and on behalf of Sakwe Balintulo, Dennis Vincent Frederick Brutus, Mark Fransch, Elsie Gishi, Lesiba Kekana, Archington Madondo, Mpho Alfred Masemola, Michael Mbele, Mamosadi Catherine Mlangeni, Reuben Mphela, Thulani Nunu, Thandiwe Shezi, and Thobile Sikani; and Nagel Rice, LLP, Diane Sammons, appearing, as attorney in fact for and on behalf of Tozamile Botha, The Estate of William Daniel Peters, Msitheli Wellington Nonyukela, Mantoa Dorothy Molefi, Nothini Betty Dyonashe, Nonkululeko Sylvia Ngcaka, Mirriam Mzamo, Mncekeleli Henyn Simangentloko, Hans Langford Phiri, Mpumelelo Cilibe, James Michael Tamboer, and Samuel Zoyisile Mali, on the other hand, a copy of which is attached hereto as **Exhibit “1”** (the “**Settlement Agreement**”); and the GUC Trust having authority to compromise, settle, or otherwise resolve disputed claims without approval of the Bankruptcy Court pursuant to the Plan; and the Court having considered the

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Settlement Agreement; and the Court having jurisdiction over this matter; and due notice of the Settlement Agreement having been provided, and no other or further notice being necessary; and the Court having determined that the Settlement Agreement establishes just cause for the relief granted herein; and it further appearing that the terms agreed to in the Settlement Agreement are fair and reasonable; and after due deliberation and due and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED that the terms of the Settlement Agreement are approved in their entirety and are deemed incorporated herein as if set forth in full herein; and it is further

ORDERED that the Court will retain jurisdiction to consider any disputes or other issues that may arise relating to this Order and the Settlement Agreement.

Dated: New York, New York

**February 24, 2012**

**s/ Robert E. Gerber**

United States Bankruptcy Judge